

ALTRIA GROUP, INC.
Form 4
April 24, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GREENBERG DAVID I

(Last) (First) (Middle)

120 PARK AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ALTRIA GROUP, INC. [MO]

3. Date of Earliest Transaction (Month/Day/Year)
03/30/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP and Chief Compliance Off.

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 03/30/2007 ⁽¹⁾ | | J | V 1,715 <u>(1)</u> | A \$ 0 | 83,626 ⁽²⁾ | D |
| Common Stock | | | | | 8,974 | I ⁽³⁾ | DPS |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (Right to Buy) | \$ 34.8227 <u>(4)</u> | 07/11/2001 ⁽⁴⁾ | | J | V 0 | 01/11/2002 | 01/26/2010 | Common Stock | 16,461 |
| Option (Right to Buy) | \$ 37.108 <u>(4)</u> | 02/05/2002 ⁽⁴⁾ | | J | V 0 | 08/05/2002 | 01/26/2010 | Common Stock | 12,882 |
| Option (Right to Buy) | \$ 41.8398 <u>(4)</u> | 04/30/2004 ⁽⁴⁾ | | J | V 0 | 10/30/2004 | 06/23/2008 | Common Stock | 26,985 |
| Option (Right to Buy) | \$ 44.095 <u>(4)</u> | 11/18/2004 ⁽⁴⁾ | | J | V 0 | 05/18/2005 | 06/29/2009 | Common Stock | 27,276 |
| Option (Right to Buy) | \$ 44.095 <u>(4)</u> | 11/18/2004 ⁽⁴⁾ | | J | V 0 | 05/18/2005 | 06/29/2009 | Common Stock | 9,552 |
| Option (Right to Buy) | \$ 49.8288 <u>(4)</u> | 02/11/2005 ⁽⁴⁾ | | J | V 0 | 08/11/2005 | 01/31/2011 | Common Stock | 27,207 |
| Option (Right to Buy) | \$ 54.5494 <u>(4)</u> | 09/12/2005 ⁽⁴⁾ | | J | V 0 | 03/12/2006 | 06/22/2007 | Common Stock | 20,855 |
| Option (Right to Buy) | \$ 54.5494 <u>(4)</u> | 09/12/2005 ⁽⁴⁾ | | J | V 0 | 03/12/2006 | 06/12/2011 | Common Stock | 22,244 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GREENBERG DAVID I
120 PARK AVENUE
NEW YORK, NY 10017

SVP and Chief Compliance Off.

Signatures

G. Penn Holsenbeck for David I
Greenberg

04/24/2007

 **Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Reflects an adjustment to previously granted deferred shares awarded on January 31, 2007 in accordance with the terms of the 2005 Performance Incentive Plan in connection with the spin-off of Kraft Foods Inc. on March 30, 2007.
- (2) Includes 15,200 shares of Restricted Stock, 6,875 shares of Deferred Stock and 55,899 shares held jointly with spouse.
- (3) Shares held in the Altria Deferred Profit Sharing Plan as of March 31, 2007.
- (4) Reflects a price adjustment to a previously issued option award in accordance with the terms of the Company's equity compensation plans in connection with the spin-off of Kraft Foods Inc. on March 30, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.